called for, marriage, was the joint act of the promisee and beneficiary. Although each was bound to the other, together they were not bound to anyone. In marrying, they performed an act which no one had a legal right to call upon them to do, and which, therefore, was good consideration. It is immaterial that the consideration did not move from the promisee. *Rector, etc. of St. Mark's* v. *Teed*, 120 N. Y. 583, 24 N. E. 1014; *West Yorkshire Darracq Agency* v. *Coleridge*, [1911] 2 K. B. 326. There was, therefore, no necessity to make the parties out joint promisees, as the court attempted to do.

CONSTITUTIONAL LAW — CONSTRUCTION OF CONSTITUTION — SCOPE OF HOME RULE AMENDMENT. — The Ohio constitution provides that "every white male citizen of the United States, of the age of twenty-one years . . . shall have the qualification of an elector, and be entitled to vote at all elections." (OHIO CONSTITUTION, Article V, § 1.) A constitutional amendment provides that "municipalities shall have authority to exercise all powers of local self government." (OHIO CONSTITUTION, Article XVIII, § 3.) A city charter gave women the right to vote for municipal officers. *Held*, that the provision of the charter is valid. *State ex rel. Taylor* v. *French*, 117 N. E. 173 (Ohio).

It has frequently been held that constitutional provisions concerning the elective franchise apply only to offices created by the constitution. *Hanna* v. *Young*, 84 Md. 179, 35 Atl. 674; *State* v. *Hanson*, 80 Neb. 724, 115 N. W. 294; *Scown* v. *Czarnecki*, 264 Ill. 305, 106 N. E. 276. *Contra*, *Coggeshall* v. *City of Des Moines*, 138 Iowa, 730; 117 N. W. 309; *Allison* v. *Blake*, 57 N. J. L. 6, 29 Atl. 417. *Cf. State* v. *Halliday*, 61 Ohio St. 171, 55 N. E. 175. However, the court expressly disclaims resting its decision on that ground. The decision must then rest on the ground that the constitutional provision is not intended as an exhaustive statement of who may vote, though this does not clearly appear. If that doctrine is sound, it is not perceived what limit there would be upon the legislature enacting state-wide woman's suffrage. Both authority and sound reason would seem opposed to such a construction of the constitution. *McCafferty* v. *Guyer*, 59 Pa. 109. See COOLEY, CONSTITUTIONAL LIMITATIONS, 7 ed., 902. It is generally held that the legislature may confer upon women the right to vote for members of a school board. *State* v. *Board of Election*, 9 Ohio C. C. 134, affirmed by a divided court, in 54 Ohio St. 631, 47 N. E. 1114; *Belles* v. *Burr*, 76 Mich. 1; *Wheeler* v. *Brady*, 15 Kan. 26. But this is because of the extensive powers given to the legislature in school matters, and goes no further. See *State* v. *Board of Elections*, *supra*, 138; *State* v. *Adams*, 58 Ohio St. 612, 616, 51 N. E. 135, 136. *Cf. Coffin* v. *Election Commissioners*, 97 Mich. 188, 56 N. W. 567. One more possible basis upon which the decision might rest is, that in so far as they conflict, the Home Rule amendment repeals the original provision of the constitution. It is improbable that this was the intent of the people in adopting the amendment. In 1912, the people of Ohio rejected state-wide woman's suffrage by a vote of 336,000 to 249,000. It was again defeated in 1914 by a majority of 189,000. In 1917, a law giving the franchise to women in presidential elections was submitted to a referendum and defeated. Further, if this is a sound construction of the amendment, a city might extend the suffrage to lunatics, criminals, and minors, and conversely it might confine it to women. If the word "male" were stricken from the constitution, a city might still restrict the suffrage in municipal elections to men. Such a result can hardly have been contemplated. The decision is difficult to support either on principle or authority.

CONSTITUTIONAL LAW — DUE PROCESS OF LAW — FINALITY OF ORDER OF PUBLIC SERVICE COMMISSION. — The Public Service Commission of New York, after a hearing at which testimony was introduced and the case was argued, ordered a gas company to provide gas service to an outlying district. The lower

state court, acting on the theory that it had the authority to review generally the reasonableness of such orders, annulled the order. The Court of Appeals reversed the decision, and the case came before the Supreme Court of the United States on the assignment of error that the order of the commission deprived the gas company of property without due process of law. *Held*, that there was no power in the court to substitute its own judgment for the determination of the Public Service Commission as to what was reasonable under the circumstances of the case. *People ex rel. New York Gas Co.* v. *McCall*, 38 Sup. Ct. Rep. 122.

For a discussion of this case see Notes, page 644.

CORPORATIONS — STOCKHOLDERS; RIGHTS INCIDENT TO MEMBERSHIP — UNREASONABLE REFUSAL OF A DIRECTOR TO CONSENT TO STOCK TRANSFER. — The articles of association provided that "no share shall be transferred without the consent of the directors." The regulations stipulated that "the directors . . . determine the quorum" and that "in case of an equality of votes the chairman shall have a second or casting vote." There were two directors; the one recognized as chairman executed a transfer of shares to the plaintiff, and called a director's meeting to sanction the transfer and order the plaintiff's name to be entered on the register. The other director refusing to attend, no meeting could be had. Plaintiff filed motion to compel the company to enter the transfer on the register. *Held*, that the company must enter the transfer. *In re Copal Varnish Co., Ltd.* (1917) 2 Ch. 349.

By-laws attempting to restrict the right to transfer stock are generally considered invalid. But such right may be limited by statute, or by restrictions incorporated in the charter. *Kretzer* v. *Cole Bros. Co.*, 181 S. W. 1066 (Mo.); *Steele* v. *Farmers', etc. Telephone Ass'n*, 95 Kan. 580, 148 Pac. 661. See 2 COOK, CORPORATIONS, 7 ed., §§ 408, 622 *d*. See also 28 HARV. L. REV. 705. It has been considered, however, that a clause in a charter prohibiting transfer without the consent of the board of directors is invalid. See *Johnston* v. *Laflin*, 103 U. S. 800, 803; N. Y. OPINIONS OF ATTORNEY-GENERALS, 404, 405. A statute, providing specially that the agreement of association shall state "the restrictions, if any, imposed upon the transfer" of stock, has been held to contemplate a restriction to the effect that no "shares . . . shall be . . . transferred without the consent of three-fourths of the capital stock of the corporation." *Longyear* v. *Hardman*, 219 Mass. 405, 106 N. E. 1012. In England such restrictions are allowed when incorporated into the articles of association. See *In re Joint Stock Discount Co.*, L. R. 2 Ch. App. 16. But even then, as is illustrated by the principal case, the power cannot be exercised capriciously. *Shortridge* v. *Bosanquet*, 16 Beav. 84; *Moffatt* v. *Farquhar*, L. R. 7 Ch. D. 591 (1878).

EQUITY — PROCEDURE — MEANING OF "PARTIES INTERESTED." — Testator devised property in trust, to pay a certain annual sum out of the income to his son and the son's wife, and the survivor for life, the trust to terminate on the death of the survivor, and the property to vest in the son's issue, if any, or in the testator's right heirs. Trustees were given power of sale. Executor, who was also a trustee, filed a petition for the sale of land in preference to personalty for the payment of debts of testator, citing only the trustees, who answered, joining in the petition. Land was then sold. Statute requires that in such a proceeding "all parties interested" should be cited (1906, MISS. CODE, § 2079). The son and his wife now petition, with substituted trustees, to have the decree and conveyance set aside. *Held*, that the petition be denied. *Brickell* v. *Lightcap*, 76 So. 489 (Miss.).

The view of the court is that the trustees are the only parties interested, and that the beneficiaries and contingent devisees are sufficiently represented by them. But it seems clear that the beneficiaries at least are directly inter-